

BRAE CORPORATION

RECORDATION NO. 9844- C
Filed 1425

SEP 16 1980 -9 50 AM

INTERSTATE COMMERCE COMMISSION

SEP 16 9 49 AM '80

T.O.C.
FEE COLLECTION CR.

September 11, 1980

2-269A012

SEP 16 1980

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Room 2215, 12th & Constitution
Washington, D.C. 20423

CC Washington, D.C.

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11303 are six copies of the following document:

Second Amendment, dated as of June 25, 1980, to the Loan and Security Agreement, dated September 12, 1978, among Union Mutual Life Insurance Company and Unionmutual Stock Life Insurance Co. of America

It relates to 100-ton XM boxcars marked as follows:

CLC 3001 - CLC 3100, inclusive

The names and addresses of the parties to the transaction evidenced by the document described above are as follows:

Lessor: Brae Corporation
Suite 1760, Three Embarcadero Center
San Francisco, CA 94111

Lenders: Union Mutual Life Insurance Company
Unionmutual Stock Life Insurance Co. of America
2211 Congress Street
Portland, Maine 04112

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that it relates to the Loan and Security Agreement, previously assigned recordation number 9844 (and filed November 20, 1978 at 10:35 A.M.), we request that it be assigned the next available letter designation under that primary number.

I enclose a check for \$10.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$10.00 filing fee paid by check drawn on this firm,

(3) the enclosed copies of this letter, and (4) five copies of the document, retaining one for your files -- all stamped with your official recordation information.

Very truly yours,

Alfred C. Dossa

Alfred C. Dossa, Esq.
Vice President and
General Counsel

ACD/nmd
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/25/80

OFFICE OF THE SECRETARY

Alfred C. Dossa, Esq.

Brae Corporation

Suite 1760, Three Embarcadero Center

San Francisco, Calif. 94111

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/16/80** at **9:50am**, and assigned recordation number(s). **9844-C**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 9844
SEP 16 1980 - 9 58 AM
INTERSTATE COMMERCE COMMISSION
Filed 142b

SECOND AMENDMENT dated as of June 25, 1980 to Loan and Security Agreement dated as of September 12, 1978, as amended by an amendment dated as of April 25, 1979, and as supplemented by a Supplement No. 1, dated as of November 15, 1978 (the "Agreement"), among UNION MUTUAL LIFE INSURANCE COMPANY and UNION-MUTUAL STOCK LIFE INSURANCE CO. OF AMERICA (the "Lenders") and BRAE CORPORATION (the "Company").

Recitals

The Company has requested that the Lenders amend the Agreement as more completely described below.

Section 10.5 of the Agreement sets forth the procedure for amendment of the Agreement.

ACCORDINGLY, THE PARTIES AGREE AS FOLLOWS:

1. The terms used in this Amendment which are defined in the Agreement shall have the same meanings herein as specified therein.
2. Section 6.19 of the Agreement is amended to read in its entirety as follows:

"6.19 Maintenance. The Company will, at its expense, keep and maintain the Boxcars in good repair, condition and working order and will cause to be furnished all parts, mechanisms, devices and servicing required therefor so that the value, condition and operating efficiency thereof will at all times be maintained and preserved, ordinary wear and tear excepted."
3. Except as modified hereby, the Agreement shall remain in full force and effect.
4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single instrument.
5. The provisions of this Amendment and all rights and obligations of the parties hereunder shall be governed by the laws of the State of New York.
6. The Company shall, at its expense, cause this Amendment to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303, as soon as possible.
7. Paragraph 2 of this Amendment is intended to, and shall, constitute a release of the Lenders' security interest in any maintenance contract referred to in Section 6.19 of the Agreement. The Lenders agree to execute such termination statements (including termination statements on Form UCC-2) and releases presented to it by the Company as may be reasonably necessary or appropriate for any filing necessary or appropriate to accomplish such release.

AUG 18 REC'D

IN WITNESS WHEREOF, the Company and the Lenders have caused their names to be signed hereto by their respective officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the date first above written.

(Corporate Seal)

UNION MUTUAL LIFE INSURANCE
COMPANY

Attest:

Viola J. Mahalos
Assistant Secretary *bwf*

By: Edmund Rooley
Title: **SECOND VICE PRESIDENT** *bwf*

(Corporate Seal)

UNIONMUTUAL STOCK LIFE
INSURANCE CO. OF AMERICA

Attest:

Viola J. Mahalos
Secretary *bwf*

By: Edmund Rooley
Title: **SECOND VICE PRESIDENT** *bwf*

(Corporate Seal)

BRAE CORPORATION

Attest:

Asst. Secretary

By: Carroll M. P. Davis
Vice President

STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO)

On this 27th day of June, 1980, before me personally appeared LAWRENCE W. BRISCOE to me personally known, who being by me duly sworn, says that he is the Vice President of BRAE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



Mirella R. Abbo
Notary Public

My commission expires: 2/25/83

STATE OF MAINE)

COUNTY OF CUMBERLAND)

On this 23rd day of July, 1980, before me personally appeared Edmund R. Dooley, to me personally known, who being by me duly sworn, says that he is a Second Vice President of UNION MUTUAL LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, both in its individual capacity and as Security Agent, by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Kathryn L. Scott
Notary Public

MY COMMISSION EXPIRES

My commission expires: AUGUST 5, 1984

STATE OF MAINE

COUNTY OF CUMBERLAND

SS

On this 23rd day of July, 1980, before me personally appeared Edmund R. Dooley, to me personally known, who being by me duly sworn, says that he is a Second Vice President of UNIONMUTUAL STOCK LIFE INSURANCE CO. OF AMERICA, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Kathryn L. Scott
Notary Public

My commission expires: MY COMMISSION EXPIRES
AUGUST 5, 1984

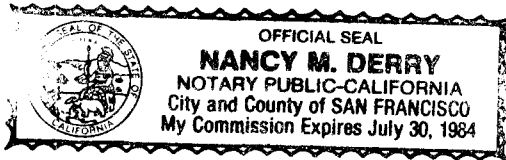
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

)
) SS.
)

I, Nancy M. Derry, a Notary Public in and for the State of California, duly commissioned and sworn, do certify that on this 11th day of September, 19 80, I carefully compared the annexed copy of the Second Amendment with the original thereof, and that the same is a full, true and exact copy of said original Second Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of San Francisco, the day and year in this certificate first above written.



(seal)

Nancy M. Derry
Notary Public

My Commission Expires: July 30, 1984